



The David J. Joseph Company

February 23, 2004

RECORDATION NO. 23975-A FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

FEB 24 '04

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SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 3 to Locomotive Equipment Lease dated as of February 4, 2004 between the following parties:

Lessee:	M&G Polymers USA State Route 2 Apple Grove, WV 25502
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see the Exhibit A for the equipment, three (3) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 3 to Locomotive Equipment Lease dated as of February 4, 2004 related to three (3) locomotives bearing reporting marks JTPX 1207, 1551 & 907.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23975. The filing fee for this document in the amount of \$30.00, is included on the enclosed check no. 554645. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23975-A FILED

MEMORANDUM OF
AMENDMENT NO. 3 TO
LOCOMOTIVE EQUIPMENT LEASE SURFACE TRANSPORTATION BOARD

FEB 24 '04

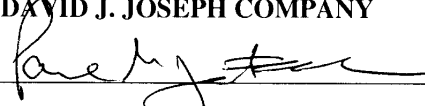
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This **MEMORANDUM OF AMENDMENT NO. 3 TO THE LOCOMOTIVE EQUIPMENT LEASE** ("Memorandum of Amendment No. 3") entered into this 4th day of February, 2004, is intended to evidence the amendment dated as of January 30, 2004 (the "Amendment No. 3"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **M & G POLYMERS USA**, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the three (3) locomotives described in Exhibit A attached hereto (the "Locomotives"). Lessee is renting from Lessor all the Locomotives at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Locomotive Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on May 15, 2002 with Recordation No. 23975. This Memorandum of Lease Amendment No. 3 should receive Recordation No. 23975-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 3 on the date indicated below its signature.

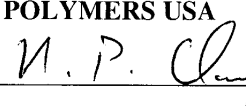
THE DAVID J. JOSEPH COMPANY

By: 

Name: Paul G. Jantsch

Title: Executive Vice President

M & G POLYMERS USA

By: 

Name: N. P. CLAY

Title: MANAGER, Supply & Logistics

STATE OF OHIO

COUNTY OF HAMILTON

)
)
) SS:

The foregoing instrument was acknowledged before me this 4th day of February, 2004, by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF West Virginia)

COUNTY OF Mason)

SS:

The foregoing instrument was acknowledged before me this 11th day of February 2004, by N. P. Clay, the Manager, Supply of M & G Polymers USA, a Delaware limited liability company, on behalf of the company. Legistres

My Commission expires:

March 18, 2013

Patricia Glene
Notary Public

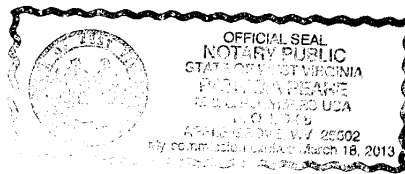


EXHIBIT A

To the Memorandum of Amendment No. 3 dated January 30, 2004, between The David J. Joseph Company and M & G Polymers USA.

DESCRIPTION OF UNITS

Three (3) locomotives bearing reporting marks:

JTPX 1207

JTPX 1551

JTPX 907